

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA

IN RE:

PITTSBURGH CORNING CORP., . Case No. 00-22876 (JKF)
FEDERAL-MOGUL GLOBAL, INC., . Case No. 01-10578 (JKF)
W.R. GRACE & CO., . Case No. 01-1139 (JKF)
ACandS . Case No. 02-12687 (JKF)
THE FLINTKOTE CO./ . Case No. 04-11300 (JKF)
FLINTKOTE MINES .

Debtors. . 5414 USX Tower Building
Pittsburgh, PA 15222

. January 10, 2008
9:19 a.m.

TRANSCRIPT OF OMNIBUS HEARING
BEFORE HONORABLE JUDITH K. FITZGERALD
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Debtors: Reed Smith
By: JAMES J. RESTIVO, JR., ESQ.
DAVID ZIEGLER, ESQ.
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1 THE COURT: Good morning, please be seated. This is
2 the matter of Pittsburgh Corning Corporation, bankruptcy number
3 00-22876, and a number of other cases. The participants I have
4 listed by phone, James Wehner, Peter Janofski, Jordon Bracket,
5 Mark Herford, Michael Olsen, Robert Siegal, James Dennis, Janet
6 Baer, Sandra Esserman, David Parsons, Web Aarons, Mary Martin,
7 Jeffrey Berger, Gary Nelson, Michael Balch, Philip Milch,
8 Jeffrey Kahane, Michael Brown, Dennis Dolan, Natalie Ramsey,
9 Steve Vocarro, Mel Burnham, Robert Goodman, Leonard Bellinger,
10 Sheryl Heller, Michael Buckley, Joseph Niece, Michael Barrocks,
11 Arlene Krieger, Peter Lockwood and Edwin Herron.

12 I'll take entries in Court, please. Good morning.

13 MR. RESTIVO: Good morning and Happy New Year, Your
14 Honor.

15 THE COURT: Thank you. Same to you.

16 MR. RESTIVO: Jim Restivo and David Ziegler for the
17 debtor.

18 MS. THORTON-Illa: Crystal Thorton-Illa on behalf of
19 the Official Committee of Unsecured Trade Creditors.

20 MR. HELMRICH: Good morning, Your Honor. Joel
21 Helmrich on behalf of Lawrence Fitzpatrick, the future claims
22 representative.

23 MR. SALZMAN: Good morning, Your Honor. David
24 Salzman on behalf of the ACC.

25 MR. MURDOCH: Good morning, Your Honor. David

1 Murdoch, David McGonigle and Mike Nelson on behalf of PPG
2 Industries Inc.

3 MS. WAKIM: Good morning, Your Honor. Kimberly Wakim
4 and Elena Moran on behalf of Corning Inc. with Sheryl Heller on
5 the phone on behalf of Corning Inc.

6 MR. SHINER: Good morning, Your Honor, Michael Shiner
7 for certain underwriters at Lloyds of London and certain London
8 marketing insurers.

9 THE COURT: Mr. Restivo.

10 MR. RESTIVO: Your Honor, we have a notice of agenda
11 on matters for this omnibus hearing. The first five matters
12 are either adjourned, continued or withdrawn. Mr. Ziegler will
13 deal with Item Number 6 relating to the appointment of an
14 examiner. Thereafter, Your Honor, the plan proponents and
15 supporters want to give the Court what may be a somewhat
16 positive status report. We think we ought to deal with the
17 Turcini matter first because there are some people on the phone
18 or interested on that.

19 THE COURT: All right. Mr. Ziegler.

20 MR. ZIEGLER: Your Honor, I don't know if there is
21 anyone on the phone that has more direct knowledge than I do.
22 I saw a new order indicating that Judge Schiff has directed the
23 U.S. Trustee for Connecticut to appoint a Chapter 11 examiner
24 in the LTC case which I think, we would think would eliminate
25 the need to have an examiner appointed in the various asbestos

1 debtor cases. I don't know if anyone on the phone who has, as
2 I said, more direct knowledge of what happened there. But I
3 would like them to speak up if they do.

4 MR. KLAUDER: Your Honor, this is David Klauder for
5 United States Trustee, if I may be heard on that issue.

6 THE COURT: Yes, sir.

7 MR. KLAUDER: I wasn't announced on the court call
8 list but I did sign up through them.

9 THE COURT: Okay.

10 MR. KLAUDER: What happened on Tuesday, if Your Honor
11 recalls, we had a number of matters in front of Judge Schiff
12 in that Turcini case that we scheduled for Tuesday. Those
13 included the U.S. Trustee's motion to convert the case, our
14 motion for relief from stay and a number of asbestos debtors
15 who are creditors in that case filed a motion to appoint a
16 Chapter 11 trustee.

17 Judge Schiff was not willing to hear those on
18 Tuesday, somewhat not surprisingly. He indicated that he would
19 set up all the matters for evidentiary hearing and enter a
20 pretrial order. Subsequently to that, the parties began to
21 talk outside of Court. And all the parties including the
22 Turcini debtor agreed that there should be the appointment of
23 an examiner in that case. And the examiner would conduct an
24 investigation that would include what was contemplated in the
25 cases in front of Your Honor.

1 My understanding is -- well I know that that order
2 has not been entered. I just checked the docket recently. My
3 understanding is that the parties are still working out the
4 language of that order, but it should be presented to the judge
5 shortly. And it is the belief of the parties that the Court
6 will sign that order.

7 So that is what is happening up in Connecticut. With
8 regard to the orders that are in front of Your Honor, our
9 position would be to kind of keep the status quo. Your Honor
10 has been clear that those orders, the examiner orders, are
11 stayed. We understand that and we are not acting on those. We
12 do believe that once the examiner order is entered up in
13 Connecticut and we appoint an examiner up in Connecticut, it
14 will take care of the orders in front of Your Honor.

15 But at this point, we would say keep those orders in
16 place, maybe have another, you know, schedule another 30 day
17 status conference type thing and hopefully things will
18 completely resolve themselves in Connecticut in that time.

19 THE COURT: All right. That sounds fine. When is
20 the next hearing in this case, Mr. Ziegler?

21 MR. ZIEGLER: I was afraid you were going to ask
22 that, Your Honor. Normally I have it in my book but since we
23 didn't have a binder this month, I don't have that schedule
24 with me.

25 THE COURT: February 15th? How is February 15th?

1 MR. KLAUDER: David Klauder. That is fine, Your
2 Honor. I do have one question though. I'm not sure if Your
3 Honor -- we took the position at the last hearing that no one
4 had filed a motion to vacate the orders. I don't know how Your
5 Honor feels about that, if motions should be filed in that
6 regard or how you want to deal with that issue. If everybody
7 agrees or if it seems appropriate that the order should be
8 vacated or what have you.

9 THE COURT: Well, I think if all I'm doing is staying
10 them until February 15th, why don't we deal with it then?
11 Let's find out for sure that an order has in fact been entered
12 in the Connecticut cases that appoints an examiner and that it
13 includes the scope that your office has been asking for in
14 these cases to make sure that the examiner is, in fact, going
15 to basically exercise the same type of responsibility to ferret
16 out what happened in the Turcini series of cases. And if, in
17 fact, it does include that scope I think my order probably is
18 moot.

19 I don't mind vacating it on my own without some party
20 asking me for it, for that to happen if, in fact, there is no
21 point to my order being carried out. So why don't we just
22 address it then. If there is still some need for it, then you
23 can advise me of what your position is at that time Mr.
24 Klauder. But as long as I'm just keeping them stayed, I don't
25 see why I need any further pleadings by anybody.

1 MR. KLAUDER: Okay. I'm sorry it was February 15th.

2 Did you say the time of that hearing?

3 THE COURT: What time, Ms. Wakim?

4 MS. WAKIM: One o'clock.

5 THE COURT: February 15th at one o'clock eastern.

6 And again everyone can call in obviously so all by court call.

7 Ms. Baer, are you on the phone?

8 MS. BAER: Yes, Your Honor, I am.

9 THE COURT: Okay, I have a question about Grace while
10 we're on the phone. Is anything going on on Tuesday this
11 coming week in Grace?

12 MS. BAER: No. Tuesday is an off day. The parties
13 were not available to have -- certain parties were not
14 available to have trial that day. So we have Monday and
15 Wednesday but Tuesday is an off day.

16 THE COURT: All right. I just wanted to confirm that
17 so that we can -- I just have a technical issue so that's fine.
18 I just wanted to verify that that was the case. Thank you.

19 MS. BAER: Your Honor, just so you know, we also when
20 we sent out our final agenda of the hearing, we noted that on
21 the final agenda so that there was no confusion with court call
22 and the parties.

23 THE COURT: Yes, I noted that on the agenda but my
24 court security staff was just asking and I just wanted to
25 verify. So I said I would ask and since I saw your name on the

1 list, I rather than placing another call I just thought I'd
2 ask. So thank you and I appreciate the information.

3 Okay, anybody have anything further with respect to
4 Item 6 then? All right, it's continued to February 15th at one
5 and anyone who is only interested in that item is free to
6 disconnect or leave. Thank you.

7 UNIDENTIFIED SPEAKER: Thank you.

8 THE COURT: Mr. Restivo.

9 MR. RESTIVO: Your Honor, the plan proponents and
10 supporters have asked Mr. McGonigle to give a status report to
11 the Court on behalf of the group and then on behalf of the
12 debtor, a general status report to the Court and then on behalf
13 of the debtor I'm going to give a specific response.

14 THE COURT: All right. Mr. McGonigle. Good morning.

15 MR. MCGONIGLE: Good morning, Your Honor. In view of
16 the Court's comments at the December 10, 2007 omnibus hearing
17 regarding the status of the Court's work on the various motions
18 for reconsideration which are listed on today's hearing agenda
19 at Item Number 2, the parties believe that a status report is
20 in order. Making this report I'm speaking on behalf of all the
21 plan proponents and supporters. In sum, the plan proponents
22 and supporters are pleased to report substantial progress for
23 the third amended plan of reorganization. Various parties in
24 interest have been working on revised plan documents and the
25 parties anticipate further progress along those lines in the

1 coming weeks.

2 We anticipate that the third amended plan would be
3 responsive to concerns raised in Your Honor's December 21, 2006
4 confirmation opinion. In view of the progress we have made,
5 Your Honor, the plan proponents and supporters believe that it
6 would be unnecessary for the Court to proceed further with its
7 opinions on the motions for reconsideration.

8 We anticipate that the third amended plan if filed as
9 contemplated by the parties will address the issues Your Honor
10 has been considering. Accordingly, we request that Your Honor
11 continue the motions for reconsideration through the February
12 15th omnibus. And that Your Honor require a status report from
13 the parties regarding progress on a third amended plan at that
14 hearing.

15 Thank you, Your Honor, for your consideration of this
16 request. We believe that submission of a third amended plan if
17 finally approved by the parties would be a favorable
18 development for all constituencies in this case. We urge Your
19 Honor to act favorably upon the parties' suggestion. Thank
20 you.

21 THE COURT: My staff may kill me if I grant this
22 request at this time. I may not be here February 15th at this
23 point in time.

24 MR. MCGONIGLE: Your Honor referred to the Court's
25 security staff. Perhaps it can put them on detail to protect

1 you.

2 THE COURT: Maybe I better press the button right
3 now. Okay, Mr. Restivo.

4 MR. RESTIVO: Your Honor, as I believe the Court well
5 knows the debtor is 100 percent supportive of the concept of a
6 third amended plan of reorganization that takes care of any
7 issues that have been raised. We are fully supportive of the
8 idea that at the present time a ruling by the Court on the
9 motion for reconsideration would not be helpful because the
10 parties appear to be making good progress and don't need an
11 external event to mess up their thinking.

12 However, Your Honor, as the Court knows supporting
13 parties include 40 to 50 supporting insurers and there have
14 been discussions by various parties with those insurers, all of
15 which is necessary. There has been work on revised plan
16 documents supporting Mr. McGonigle. The debtor, while being
17 fully supportive of this process needs to see those documents
18 now so that we can weigh in, make sure everything is correct,
19 identify any issues and therefore we would like the Court to
20 urge, encourage or order that the debtor be given copies of any
21 revised plan documents that have been shared. It's just
22 thought, it's a process of where one of 45 insurers in
23 mediation can stand up and say wait a second, this is mediation
24 and everything is confidential.

25 We think, we understand, this has gone far enough

1 that there are now revised plan documents in circulation. We
2 just think it would be more helpful for the process that the
3 major plan proponent, mainly the debtor, see these documents
4 now and identify if there are any issues that need to be dealt
5 with so this can move quickly.

6 THE COURT: Okay, is there some objection to the
7 debtor seeing revised plan documents at this time?

8 MR. MCGONIGLE: Your Honor, David McGonigle. I'm now
9 speaking for PPG. What I had -- the report I had given to Your
10 Honor was on behalf of all the plan proponents and supporters.
11 Your Honor, I'm not aware of any objection in that regard. We
12 are moving very much in real time on this process. We fully
13 understand the importance of the debtors receiving and
14 commenting upon and offering input on the various planning
15 documents as has happened on the first amended plan and the
16 second amended plan and the original plan. It is fully our
17 intent.

18 We are working hard. In fact we have a call today at
19 1:00 p.m. with the mediator and all the various insurers on the
20 PPG side at which I intend to raise the issue and request for
21 the promptest possible forwarding of all the documents that
22 we've been working on to the debtor and the other parties in
23 interest.

24 As Your Honor will no doubt understand the plan
25 process and the negotiation process in our side involves a

1 number of sensitive issues with respect to all the various
2 parties involved, insurers, probably traded companies, various
3 parties in interest that are trying to work toward a consensual
4 plan and do so while the negotiations are still subject to
5 final approval by their various managements. We will endeavor
6 to have the documents in the debtor's hand at the earliest
7 possible moment. I am not aware at this point in time whether
8 there are objections or not because the request is something
9 that we just discussed this morning in the courtroom before
10 this hearing, Your Honor.

11 So we are supportive of the debtor's view of
12 receiving the documents as soon as possible. I'm just not in
13 the position right now to predict precisely when that approval
14 will happen, although of course it will happen Your Honor.

15 THE COURT: Well --

16 MR. LOCKWOOD: Your Honor, this is Peter Lockwood.

17 THE COURT: Yes, Mr. Lockwood, just a second. We're
18 having that sound problem again. Cathy, do you know what to do
19 about that? Is that what happened this morning earlier?

20 MS. YOUNKER: That's what happened earlier.

21 THE COURT: Now it's happening again? Mr. Lockwood,
22 you are not on a speaker phone are you?

23 MR. LOCKWOOD: No, I'm not Your Honor.

24 THE COURT: Okay, just a second. I'm sorry. I'm
25 going to have to call the system staff. I don't know why we're

1 having this problem repetitiously again. Just one minute.

2 (Judge speaking with system staff)

3 MR. LOCKWOOD: Is that better?

4 THE COURT: Okay, yes, Mr. Lockwood. Go ahead,
5 please.

6 MR. LOCKWOOD: Your Honor, I have a brief remark
7 which is that Mr. Restivo I think is making an assumption not
8 warranted by the fact which is that there are plan documents
9 available to be distributed to the debtor. The fact of the
10 matter is that the parties who are directly affected by the
11 proposed changes in the third amended plan which in fact really
12 other than the desire to get it confirmed don't directly relate
13 to the debtor at all, have been having discussions among
14 themselves about term. But to date there have been no
15 documents circulated among the ACC, the FCR, PPG and Corning.
16 And, therefore, there is really nothing that I'm aware of that
17 can be given to the debtor.

18 Certainly the debtors will have an opportunity to
19 comment on plan documents before anybody starts submitting them
20 to the Court or anything else. And I agree with Mr. McGonigle
21 which is at this moment and time I haven't, for example, seen
22 the first piece of paper beyond some term sheet type of
23 documentation. There's really nothing to circulate to the
24 debtor. Nobody is trying to, you know, keep the debtor out of
25 the loop here.

1 MR. RESTIVO: Might I respond, Your Honor to Mr.
2 Lockwood's comments?

3 THE COURT: Yes, sir.

4 MR. RESTIVO: As I understood Mr. McGonigle's
5 comments, I believe that there have been documents circulated
6 vis a vis some of the insurance issues, at least on the PPG
7 side, possibly on the Corning side. With respect to those
8 insurance issues the debtor has claims of hundreds of millions
9 of dollars of insurance with the same insurers. And the debtor
10 has been part of the mediation and thus is covered by the
11 mediation privilege.

12 So independent of whether there has been any sharing
13 of documents with the ACC which I'm sure we will see in
14 appropriate times, to the extent there is changes and what the
15 debtor was doing with respect to those claims of insurance.
16 From the current plan to the third amended plan, obviously the
17 debtor on behalf of the estate needs to know what that is and
18 needs to determine if there is any issues or anything we need
19 to talk about.

20 So Mr. Lockwood, to the extent nothing has been
21 shared with the ACC as to financial terms or there is no pieces
22 of paper, fair enough. We can't say that. My sense is that
23 with respect to insurance and insurance policies covering this
24 debtor I believe there have been documents been exchanged and I
25 think it's now time for the debtor to see them.

1 MS. HELLER: Your Honor, this is Sheryl Heller. May I
2 be heard?

3 THE COURT: Just a minute Ms. Heller. Roy.

4 (Discussion with system support)

5 THE COURT: Go ahead, Ms. Heller.

6 MS. HELLER: Your Honor, on Corning's behalf I just
7 want to make it clear to the Court and to the debtor that
8 Corning has received no documents as of yet. It's my
9 understanding that the documents that are being worked on are
10 being worked on in the context of the PPG mediation. So with
11 respect to any insurance issues, Corning is not privy to any
12 documents as of yet.

13 THE COURT: Okay. I think the issue is making sure
14 that the debtor gets prompt notice regardless of who is working
15 on what. Because unless you folks are trying to do a plan that
16 circumvents the debtor, and I don't understand that anybody at
17 this point is trying to do that, then the debtor obviously has
18 to be involved in the plan.

19 So prompt is the good word. And timely is another
20 good word. So prompt and timely disclosure to the debtor so
21 that the debtor has a fair opportunity to get involved in the
22 process and that's not just to be involved at the end of the
23 process, but to make sure that there is a meaningful
24 opportunity to be involved.

25 So Mr. McGonigle, you've got a phone call this

1 afternoon. To the best of your ability, if you can get
2 agreement to share those documents with the debtor, you know,
3 forthwith I think would be another good term to be used. And
4 to the extent that Corning doesn't have them yet if there are
5 changes in the Corning documents, if and when they are produced
6 they should also be shared as soon as they are available with
7 the debtor. And likewise when financial terms are involved if
8 there are any changes they also ought to be shared with all of
9 the constituents who are plan proponents.

10 I don't know how you are going to be a plan proponent
11 without sharing the documents and signing up to plan proponent.

12 MR. MCGONIGLE: Your Honor, if I may. It's a bit, I
13 suppose as if no good deed goes unpunished. If I may from
14 PPG's perspective explain what we were doing. As I mentioned,
15 we are moving very much in real time. And substantial progress
16 has been made. In an effort to save all parties unnecessary
17 work to try to move the process along, we've had our people
18 burning late hours, working feverishly to produce things to
19 share with everybody. So our effort was not to hide anything
20 from the debtor, hide anything from Corning, hide anything from
21 ACC, hide anything from the FCR.

22 Our effort was to decide somebody needed to take a
23 first stab at carrying the laboring war on this for all the
24 constituencies. We've been doing that, Your Honor, obviously
25 towards the goal of at the very earliest possible moments
26 consistent with our mediation confidentiality requirements of
27 sharing those documents around with the group.

1 And Your Honor we will, of course, at the very
2 earliest possible moment share those documents. I would say
3 that Mr. Geronemus has done a fantastic job on this mediation
4 throughout its period of helping us sequence when certain
5 things should happen to whom, with whom, and when. And so Your
6 Honor I would urge that we defer to his judgment and to the
7 judgment of the carriers, but I will commit to ask to produce
8 those documents at the very earliest possible moment.

9 THE COURT: All right. Mr. Restivo I hope for now
10 that's good enough. This Court is obviously going to be here
11 for the rest next of my life involved in the Grace trial so if
12 you need something, you know my phone number and probably my
13 smiling face here in the courtroom. So you can get me. To the
14 extent that you've got some issue that needs to be -- that you
15 need ruling on. If there is a need for that.

16 MR. MCGONIGLE: We hope to keep you smiling, Your
17 Honor.

18 MR. RESTIVO: I'm assuming Mr. McGonigle will share on
19 his call this afternoon what the Court said in terms of prompt,
20 timely, expeditious so that they can take that into account in
21 answering your request.

22 MR. MCGONIGLE: I will share that and I believe
23 almost every participant on that one o'clock call is probably
24 on the phone right now. Thank you, Your Honor.

25 THE COURT: Okay. Item 2 is continued to February 15
26 for status conference and the Court will not issue an opinion
27 on the motions for reconsideration pending that hearing.

1 MR. MCGONIGLE: For the plan proponents and
2 supporters, Your Honor, thank you.

3 MR. RESTIVO: I believe that is all we have, Your
4 Honor.

5 THE COURT: All right. Anything else? Any other
6 matters to address today? Okay, we're adjourned. Thank you.
7 Thank Mr. Geronemus. We're adjourned, thank you.

8 * * * * *

CERTIFICATION

I, LYNN SCHMITZ, court approved transcriber, certify
that the foregoing is a correct transcript from the official
electronic sound recording of the proceedings in the above-
entitled matter to the best of my ability.

/s/ Lynn Schmitz

Date: January 16, 2008

LYNN SCHMITZ

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